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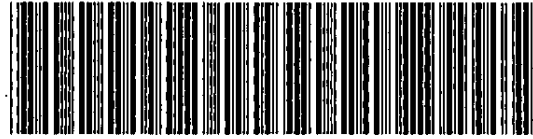
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ROSSWAY MOORE SWAN

VERO BEACH • CORAL GABLES

KEVIN M. BARRY \*  
JOHN E. MOORE, III, CPA \*\*  
BRADLEY W. ROSSWAY  
HELEN E. SCOTT  
MICHAEL J. SWAN  
THOMAS W. TIERNEY \*\*\*

ROSSWAY MOORE SWAN, P.L.  
THE MODERN ONE BUILDING  
2101 INDIAN RIVER BOULEVARD, SUITE 200  
VERO BEACH, FLORIDA 32960-7701  
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WWW.VEROBEACHLAWYERS.COM  
January 11, 2013

DAVID J. AHR \*  
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EDWARD P. SWAN,  
OF COUNSEL

\* ALSO ADMITTED IN  
MASSACHUSETTS & NEW YORK  
\*\* ALSO ADMITTED IN THE DISTRICT  
OF COLUMBIA  
\*\*\* ALSO ADMITTED IN CALIFORNIA  
\* LL.M., TAXATION

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**RE: Critter Haven of Vero Beach, Inc.**

To Whom It May Concern:

Enclosed please find the Articles of Incorporation for the above-referenced not for profit. Kindly process the enclosed and return a certified copy to the undersigned in the self-addressed stamped envelope.

Thank you.

Sincerely yours,

Bradley W. Rossway

BWR/clr  
Enclosure  
cc: Mr. Gary J. Brady

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: CRITTER HAVEN OF VERO BEACH, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Gary J. Brady  
Name (Printed or typed)

5300 17th Street, SW  
Address

Vero Beach, FL 32968  
City, State & Zip

772-696-0248  
Daytime Telephone number

crednour@verobeachlawyers.com  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION**  
**OF**  
**CRITTER HAVEN OF VERO BEACH, INC.**

In compliance with Chapter 617, F.S., (Not for Profit)

We, the undersigned subscribers, all of whom are citizens of the United States, hereby associate ourselves together to form and establish a corporation NOT FOR PROFIT under the laws of the State of Florida, and do hereby file these Articles of Incorporation for that reason.

**ARTICLE I**  
**Name**

The name of this Corporation shall be Critter Haven of Vero Beach, Inc.

**ARTICLE II**  
**Principal Place of Business**

The principal place of business and mailing address of this Corporation shall be:

5300 17<sup>th</sup> Street, SW  
Vero Beach, Florida 32968

**ARTICLE III**  
**Purpose**

This Corporation is organized not for profit and the objects and purposes to be exclusively transacted and carried on are:

1. To provide and assist in providing care and services to animals of all types that would otherwise have nowhere else to live in compliance with criteria established by the Board of Directors;

2. To receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of charitable, religious, scientific, literary, or education purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended;

3. No part of the earnings of the Corporation shall inure to the benefit of any Member, Director, or Officer of the Corporation or any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the operation and make other payments and distributions in furtherance of one or more of its purposes), and no Member, Director, or Officer of the Corporation, or any other personal shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

4. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate, directly or indirectly, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have the objectives nor engage in activities which would characterize it as an "action organization" as defined in Treasury Regulations Section 501(c)(3)-1(c)(3) as it now exists or may hereafter be amended;

5. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and Treasury Regulations thereunder as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such Code, and Treasury Regulations thereunder, as they now exist or as they may hereafter be amended;

6. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws;

7. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws;

8. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws;

9. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws;

10. The Corporation shall not make any taxable expenditures as defined in Section 4954(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws;

11. Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

## **ARTICLE IV**

### **Powers**

In order to accomplish the purposes and to attain the objects for which this Corporation is formed, and for which the funds and property of this Corporation shall be handled, administered, operated, and distributed as hereinabove set forth, the Corporation, its Officers, and its Directors, shall possess and exercise all powers, authorities, and privileges granted by and under the laws of the State of Florida, not inconsistent with the requirements for exemption under Section 501(c)(3) of the Internal Revenue Code of 1954, and Treasury Regulations as they now exist or as they may hereafter be amended, and including, but not by way of limitation, the following powers, authorities, and privileges:

1. To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description, and wherever situated;

2. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law;

3. To borrow money, and from time to time make, accept, endorse, execute, and issues bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation, for monies borrowed or in payment for property acquired, or for any of the other purposes of the Corporation, pledge, deed, indenture, agreement, or any other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired;

4. To invest and re-invest its funds in such stock, common or preferred, bonds, debentures, mortgages, land and other real estate, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in a bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations, as they now exist or as they may hereafter be amended;

5. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a Corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, any other provisions of these Articles, only such powers shall be exercised as are in furtherance of the Federal Income Revenue Code and its Treasury Regulations as they now exist or as they may hereafter be amended,

and by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

**ARTICLE V**  
**Registered Office and Registered Agent**

The location of its principal place of business and its Registered Office in this State is:

5300 17<sup>th</sup> Street SW  
Vero Beach, FL 32968

The name of the Registered Agent in this State, located at the address set forth above, is:

Gary J. Brady

The Board of Directors may from time to time move the Registered Office to any other street address in Florida, or change the Corporation's Registered Office or Registered Agent.

**ARTICLE VI**  
**Members**

1. Initial Members. The initial members of this Corporation shall be its directors. Such other persons from time to time may become members based upon uniform criteria approved by the Board of Directors in a regular meeting, by a 2/3 majority vote, and amended by time to time.

2. Rights and Liabilities of Members. The members of this Corporation shall have no right, title, or interest in its income, property, or assets, nor shall any portion of its income, property, or assets be distributed to any member on the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments.

3. Voting Rights. Members shall have only such voting and other rights, if any, as are expressly provided hereunder and under the Bylaws of the Corporation, as amended from time to time. They shall be admitted upon an affirmative vote of the Board of Directors, or in such other manner as provided by the Bylaws of the Corporation, as amended from time to time.

## **ARTICLE VII**

### **Meetings**

1. **Annual Meeting.** There shall be an annual meeting of the membership for the purpose of electing Officers and Members of the Board, which shall be noticed at least 30 days in advance in publications (print or electronic) of the Indian River County Medical Society, or in any other appropriate fashion as provided under the Bylaws of the Corporation.

2. **Special Meetings.** Other general or special meetings of the general membership can be called by a majority vote of the Board of Directors, or by petition from twenty (20) or more members, such petition being delivered to the Secretary. All general membership meetings must have a minimum of fourteen (14) calendar days notice. Actions adopted by the general membership related to change of Bylaws of Articles of Incorporation require both the vote of the majority of existing members and a 2/3 majority vote of members attending the meetings.

## **ARTICLE VIII**

### **Term of Corporate Existence**

The term for which this Corporation shall exist is eternal.

## **ARTICLE IX**

### **Officers**

The Board of Directors shall elect officers every two (2) years. The officers of the Corporation shall be President, Secretary/Treasurer, and any other officers which the Bylaws of this Corporation authorize the Directors to elect. A person may hold more than one office. Officers may be re-elected. Initially, officers shall be elected at the first annual meeting of the Board of Directors.

## **ARTICLE X**

### **Initial Officers**

The names and street addresses of the initial officers, who shall serve until the first elections, are as follows:

<u>Officer</u>	<u>Office</u>	<u>Street Address</u>
Gary J. Brady	President/Treasurer	5300 17 <sup>th</sup> Street, SW Vero Beach, FL 32968



David J. Hahn                      Vice President

704 Lark Drive  
Barefoot Bay, FL 32976

Jeff Zachary                      Secretary

2626 11<sup>th</sup> Court  
Vero Beach, FL 32960

## **ARTICLE XI**

### **Directors**

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted, by a Board of Directors.

1.     Composition. The initial Board of Directors of this Corporation shall consist of five (5) persons, as described below. The number of Directors may be changed from time to time by amendment to these Articles. However, in no event shall the Board of Directors be less than five (5) persons. The Board shall include the three (3) officers, and Members at Large.

2.     Elections. At each election, the successors for the Board of Directors shall be elected for a three (3) year term. Directors may be re-elected. Each election year, the Board will form a Nominating Committee of three (3) members who will propose a slate of Officers and Directors for election six (6) months before expiration of term of office. At the Annual Meeting, elections for Directors and Officers (if due) will occur. Additional nominations or self-nominations may be made from the floor at that time. Directors shall be elected at each annual meeting of members following the initial election of Directors.

3.     Contracting. A majority of the Directors shall be competent to contract.

4.     Action by the Board. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the Board individually or collectively consent in writing, or by electronic means, to taking action in this fashion and the action receives a majority vote. Written consent or consents shall be filed with the minutes of the proceedings of the Board and any action by written consent shall have the same force and effect as if taken by majority vote of the Directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by majority written consent of the Board of Directors without a meeting and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Directors to act in this manner. This statement shall be prima facie evidence of the Directors' authority.

5.     Initial Directors. The Directors named herein as the first Board of Directors shall hold office until the first meeting of members, at which time additional or successor Directors shall be elected. The names and residential addresses of the initial Directors are:

<u>Name</u>	<u>Residential Address</u>
Gary J. Brady, Chairman	5300 17 <sup>th</sup> Street, SW Vero Beach, FL 32968
David J. Hahn	704 Lark Drive Barefoot Bay, FL 32976
Jeff Zachary	2626 11 <sup>th</sup> Court Vero Beach, FL 32960
Walter Raymond Conk	5100 17 <sup>th</sup> Street, SW Vero Beach, FL 32968
Sarah Kennedy, DVM	1360 US 1, Suite 1 Vero Beach, FL 32960

## **ARTICLE XII**

### Incorporator

The name and address of the Incorporator is:

Gary J. Brady  
5300 17<sup>th</sup> St., SW  
Vero Beach, FL 32968

## **ARTICLE XIII**

### Indemnification of Members, Directors, or Officers

The Corporation hereby indemnifies any Officer or Director made a party or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than one, by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person in this capacity of Director, Officer, employee, or agent of any other corporation, partnership, joint venture, trust, or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and reasonably incurred as a result of such action, suit, or proceeding, or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interest of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon

a plea of *nolo contendere* or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in reasonable belief that such action was in or not opposed to the best interest of the Corporation, or that he had reasonable grounds for belief that such action was unlawful;

2. By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Director or Officer of the Corporation, or by reason of his being or having been a Director, Officer, employee, or agent of any other corporation, partnership, joint venture, trust, or other enterprise which he served at the request of the Corporation, against the expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interest of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the corporation;

3. Any indemnification under Section (1) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or Officer seeks indemnification were properly incurred and that such Director or Officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and that with respect to any criminal proceeding or action, he had no reasonable ground for belief that such action was unlawful. Such determination will be made by the Board of Directors by a majority of a quorum consisting of Directors who are not parties to such action, suit, or proceeding;

4. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of Section (1) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in Section (1) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this Section. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between such persons and other parties represented in the same action, suit, or proceeding by such counsel retained by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Section.

5. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

**ARTICLE XIV**

**Bylaws**

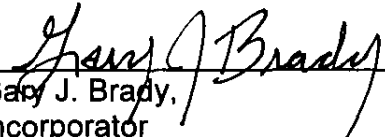
The Board of Directors shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered, or rescinded by 2/3 majority vote of the Members at any annual meeting or any special meeting called for that purpose as provided by the Bylaws.

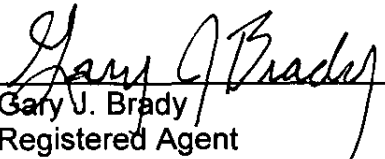
**ARTICLE XV**

**Amendments to Articles of Incorporation**

These Articles of Incorporation may be amended by recommendation of the Board of Directors adopted at a special meeting of the membership by a 2/3 vote of those present. Those Articles, however, pertaining to dissolution of the Corporation, shall not be amended in such a way as to allow or cause any member, Director, or Officer of the Corporation or any other person to share in any of the Corporation's assets. Amendments shall be filed with the Department of State of the State of Florida for approval.

IN WITNESS WHEREOF, I have subscribed my name this \_\_\_\_ day of January, 2013.

  
\_\_\_\_\_  
Gary J. Brady,  
Incorporator  
(Acknowledgment on following  
page)

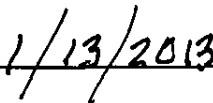
  
\_\_\_\_\_  
Gary J. Brady  
Registered Agent

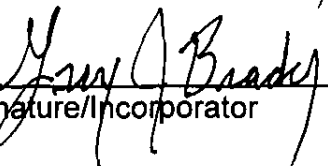
CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE

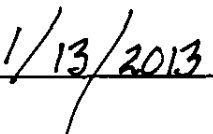
Critter Haven of Vero Beach, Inc., desiring to organize as a corporation under the laws of the State of Florida has designated 5300 17<sup>th</sup> St., SW, Vero Beach, Florida 32968 as its initial Registered Office and has named Gary J. Brady as its initial Registered Agent.

**Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.**

  
\_\_\_\_\_  
Signature/Registered Agent

  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature/Incorporator

  
\_\_\_\_\_  
Date

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